

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

JOE'S JEANS SUBSIDIARY, INC., and JOE'S
JEANS, INC.,

Plaintiffs and Counterclaim Defendants,

-against-

MAGGY LONDON INTERNATIONAL, LTD.

Defendant and Counterclaim Plaintiffs.

No. 08-cv-03248

**DECLARATION OF
MARC B. CROSSMAN**

I, Marc B. Crossman, hereby declare under penalties of perjury:

1. I am the Chief Executive Officer of Joe's, Inc. ("Joe's Jeans"), co-plaintiff and counterclaim co-defendant in this action.
2. I have been the Chief Executive Officer of Joe's Jeans since January, 2006. Prior to that time, I served as President of Joe's Jeans and was on the Board of Directors of Joe's Jeans. From March 2003 to August 2007, I also served as Chief Financial Officer of Joe's Jeans.
3. I am fully familiar with the facts set forth in this Declaration.
4. I make this Declaration in support of the motion for expedited discovery of plaintiffs Joe's Jeans Subsidiary, Inc., and Joe's Jeans, Inc. (collectively "Plaintiffs").
5. Plaintiffs have used the trademark "Joe's" in connection with their denim jeans since at least as early as July, 1996.
6. Plaintiffs design, source and sell their "Joe's" and "Joe's Jeans" branded products to over 1,200 retail doors in the United States and abroad.
7. Plaintiffs' "Joe's" branded jeans have gained widespread recognition and received repeated and numerous mentions since the brand launched about twelve years ago.

8. The brand is regularly featured in widely distributed fashion magazines such as *Cosmopolitan*, *InStyle*, *Glamour*, *Real Simple*, and *People*. In these magazines, Plaintiff's premium jeans are often identified as being worn by well-known celebrities such as Tom Cruise, Will Smith, and Katie Holmes.

9. Plaintiffs' premium denim jeans sold under the "Joe's" brand are typically priced between \$160 and \$300.

10. Plaintiffs' products are designed internally and sourced to specification from suppliers primarily located in the U.S., Mexico and Morocco. Plaintiffs' finished goods are then distributed directly to Plaintiffs' customers from its distribution center in Los Angeles.

11. Plaintiffs maintain third party showrooms in New York and Los Angeles to showcase these products. Plaintiffs have recently opened a branch office in Paris to distribute products in Europe.

12. Plaintiffs began offering, in 2003, jeans in several different "fits" or "styles," *i.e.*, to correspond to the different body types and fit preferences of its customers. Plaintiffs adopted several named designations to correspond to its various fits, including, "Cigarette" (a straight leg jean), "The Honey" (a curvy fit jean), "Socialite" (a classic fit jean), "Rocker" (a flared bottom jean), "Twiggy" (a tall fit jean), "Provocateur" (a petite fit jean), and "Muse" (a high-waist fit jean).

13. Plaintiffs currently offer ten fits for their "Joe's" and "Joe's Jeans" branded jeans, of which "Muse" is one.

14. Plaintiffs have used the "Muse" designation continuously since at least as early as November 2004, and Plaintiffs' "Muse" high-waist fit jean sold under the "Muse" designation

has enjoyed substantial commercial success. Plaintiffs' approximate total sales of its 'Muse' fit of "Joe's" branded jeans since 2004 has been \$24,838,000.

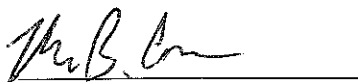
15. Plaintiffs did not adopt the fits discussed in the preceding paragraphs as stand-alone brands, but as fit or style classifications falling under the already established and well-recognized "Joe's" and "Joe's Jeans" brands.

16. The fit names appear primarily only in Plaintiffs' promotional materials for the jeans and on the "tear-away" tags that are attached to the exterior of Plaintiffs' jeans, but removed after the jeans are purchased or worn.

17. Purchasers of Plaintiffs' jeans are not attracted to the fit names; rather, they are attracted to the established "Joe's" and "Joe's Jeans" brands.

18. Purchasers of Plaintiffs' jeans use the various fit names merely to identify their preferred fit or style of the jeans sold under the "Joe's" and "Joe's Jeans" brands and only become familiar with the fit names after having first become familiar with Plaintiffs' "Joe's" and "Joe's Jeans" brands.

Executed on May 14, 2008

A handwritten signature in dark ink, appearing to read "Marc B. Crossman", is written over a horizontal line.

Marc B. Crossman